

Banc One Leasing Corporation Mail Code OH1-1085
1111 Polaris Parkway, Suite 3A
Columbus, OH 43240-2050

May 6, 2004

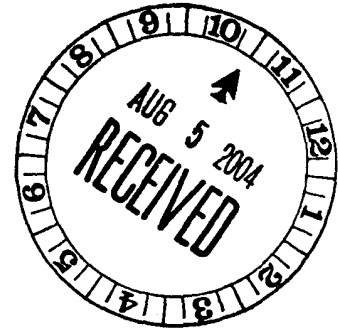
Secretary
Surface Transportation Board
1925 K Street, NW
Washington DC 20423-0001

RECORDATION NO. 23847-A FILED

AUG 05 '04

11-50 AM

SURFACE TRANSPORTATION BOARD



Dear Sir or Madam:

I have enclosed an original and one copy of the documents(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

- This document is a Termination of Memorandum of Loan and Security Agreement, a secondary document dated May 5, 2004.
- The primary document to which this is connected is Memorandum of Loan and Security Agreement recorded under Recordation No. 23847.
- The names and addresses of the parties to the documents are as follows:
 Lender: Banc One Leasing Corporation,
 1111 Polaris Pkwy, Suite A3, Columbus OH 43240

 Borrower: Sperry Rail, Inc. c/o John Lockwood, Rockwood Service
 Corporation, 43 Arch Street, Greenwich, CT 06830
- A description of the equipment covered by the Termination of Memorandum of Loan and Security Agreement consists of one Hi-Rail Inspection Rail Car numbered SRS 903.

A fee of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to: Verla Campbell, Collateral Manager, Banc One Leasing Corporation, 1111 Polaris Pkwy, Suite A3, Columbus OH, 43229.

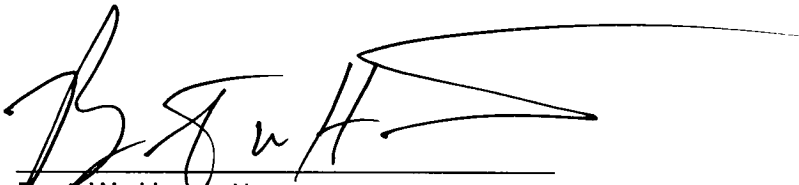
A short summary of the document to appear in the index follows: Termination of Memorandum of Loan and Security Agreement dated January 25, 2002 as of May 5, 2004 from original STB recordation # 23847.

Sincerely,

Verla Campbell
Collateral Manger (1st Level Officer)

CERTIFICATION

I, Burt W. Horwatt, certify that on behalf of Banc One Leasing Corporation I am the person described in and who executed the Termination of Memorandum of Loan and Security Agreement dated May 5, 2004 and that I acknowledge that I executed the same as my free act and deed. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States) that I have compared the copy to the original and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'Burt W. Horwatt', is written over a horizontal line.

Burt W. Horwatt
May 5, 2004

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SURFACE TRANSPORTATION BOARD

TERMINATION OF MEMORANDUM OF LOAN AND SECURITY AGREEMENT

THIS TERMINATION OF MEMORANDUM OF LOAN AND SECURITY AGREEMENT is made as of May 5, 2004 by Banc One Leasing Corporation ("Banc One"), as Lender and **SPERRY RAIL, INC. ("Sperry")**, as Borrower.

WITNESSETH:

WHEREAS, Banc One and **Sperry** are parties to that certain Memorandum of Loan and Security Agreement dated as of January 25, 2002 (the "Agreement"), which has been recorded with the Surface Transportation Board (the "Board") on January 29, 2002 under Recordation Number 23847; and

WHEREAS, the duties and obligations of the parties to the Agreement has been satisfied and discharged with respect to one Hi-Rail Inspection Rail Car numbered SRS 903.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Agreement of one Hi-Rail Inspection Rail Car numbered SRS 903, in the files of the Board, Banc One and **Sperry** hereby terminate and cancel the Agreement of the said one Hi-Rail Inspection Rail Car as of the date herein first written above.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Memorandum of Loan and Security Agreement to be duly executed as of the date hereinabove first written.

Banc One Leasing Corporation

By: Title: ASSISTANT VICE PRESIDENT**Sperry Rail, Inc.**By: Title: VP

STATE OF Ohio)
) SS.
COUNTY OF Delaware)

On this 5th day of May, 2004, before me personally appeared an officer of Banc One Leasing Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors and is acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Susan J. McBride
Notary Public



SUSAN J. MCBRIDE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES DEC. 8, 2005

My commission expires: 12-8-2005

STATE of Connecticut,
COUNTY of Fairfield) SS.

On this 3rd day of August, 2004, before me personally appeared John Lockwood, to me personally known, who being duly sworn, says that he is an officer of Sperry Rail, Inc. that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Bonnie Pace
Notary Public

My commissions expires: 11/30/05

BONNIE PACE
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2005